



**CERTIFICATE OF AUTHORITY  
FOREIGN CORPORATION  
APPLICATION**  
SECRETARY OF STATE  
SFN 13100w (13100 + 7974) (06-2006)

FOR OFFICE USE ONLY

ID#:	
WO#:	
Filed:	By:

1.A. The application **MUST** be accompanied by **ALL** of the following:

- Filing fee of \$125 if a **Foreign Business or Professional Corporation**
- Filing fee of \$40 if a **Foreign Nonprofit Corporation**
- Signed Consent of Registered Agent **and fee of \$10**
- **Current CERTIFICATE OF GOOD STANDING OR CERTIFICATE OF EXISTENCE** verifying corporate existence certified by the incorporating officer of the state or country of incorporation.

B. The following **MAY** be required:

- Certification of professional license from the North Dakota licensing board for the profession
- Signed consent to use of name and fee of \$10
- Trade Name Registration and fee of \$25

**SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS**

**TYPE OR PRINT LEGIBLY**

For reference, see North Dakota Century Code, Section 10-19.1-135 or 10-33-125.

2. Type of corporation applying for Certificate of Authority: (check one)		
<input type="checkbox"/> Foreign Business	<input type="checkbox"/> Foreign Professional	<input type="checkbox"/> Foreign Nonprofit

3.A. Name of corporation <b>EXACTLY as it appears</b> on Certificate of Good Standing from state of origin:	B. Federal ID #:
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- C. If applicable, provide the trade name and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota. Only provide the trade name in this line if:
- a) The corporate name is not in the form as required of corporations in North Dakota.
  - b) The Secretary of State has notified the corporation that its corporate name is the same or deceptively similar to a name already registered, and the corporation is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this corporation to use of the name in North Dakota.
  - c) The corporation does not wish to use or protect its corporate name in North Dakota and chooses to use a name other than its corporate name.

4. **Complete** mailing address of principal executive office which **may not** only be a post office box: (Street/RR, and PO Box if applicable, city, state, zip+4)

5.A. <b>STATE</b> or country where incorporated:	B. <b>EXACT</b> date incorporated: (Month, day, <b>AND</b> year)	C. Duration of corporation: <input type="checkbox"/> Perpetual <input type="checkbox"/> Other (Specify) _____	D. Telephone #:
			E. Toll-free telephone #:

6.A. Name of required registered agent in <b>NORTH DAKOTA</b> (SEE INSTRUCTION 6.A.)	B. Federal ID/Social Security # of registered agent:
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C. Address of registered agent in **NORTH DAKOTA** which may not only be a post office box number (Street/RR, and PO Box if applicable, city, state, zip+4)

7. Nature of business or activities the corporation intends to conduct in the State of North Dakota:

8.		OFFICERS AND DIRECTORS OF THE CORPORATION					
OFFICER	Check box if officer also serves as director	NAME	Street/RR	PO Box	City	State	Zip+4
PRESIDENT	<input type="checkbox"/>						
VICE PRES.	<input type="checkbox"/>						
SECRETARY	<input type="checkbox"/>						
TREASURER	<input type="checkbox"/>						
DIRECTOR	<input type="checkbox"/>						
DIRECTOR	<input type="checkbox"/>						

9. The undersigned, a person authorized by the corporation to sign this application, knows the contents thereof, and believes the statements to be true.

Signature:	Date:
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10. Name of person to contact if questions about this application:	E-mail address:	Daytime telephone #:
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## INSTRUCTIONS FOR CERTIFICATE OF AUTHORITY FOREIGN CORPORATION APPLICATION

No foreign corporation may transact business, or conduct affairs, in North Dakota, **OR** obtain any license or permit required by North Dakota law, until the corporation has obtained a Certificate of Authority from the Secretary of State.

The following numbers correspond to the numbered sections on the front of this form.

1. A. The application for Certificate of Authority **MUST** be accompanied by **ALL** of the following **before the Certificate of Authority can be issued**:
    - Filing fee of \$125 if a foreign business or professional corporation, **OR** \$40 if a foreign nonprofit corporation. (Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using Visa, Master Card, or Discover.)
    - Signed Consent of the Registered Agent **AND** fee of \$10.
    - **Current** certificate of good standing or certificate of existence verifying corporate existence certified by the incorporating officer of the state or country of incorporation. A copy of the articles of incorporation is not acceptable. The certificate must have been certified within 90 days of the date of application.
  - B. The application for Certificate of Authority **MAY BE REQUIRED** to be accompanied by the following:
    - If applicant is a foreign professional corporation, it must submit a certification of professional license from the North Dakota licensing board for the profession verifying that the practitioners of the corporation have been licensed to provide the professional service.
    - A signed consent to use of name **AND** fee of \$10 when the corporation is already aware of a conflict with its corporate name.
    - Trade Name Registration **AND** fee of \$25 when the corporation assumes a name, other than its corporate name, for use in North Dakota.
  2. Indicate whether the application is being submitted for a Certificate of Authority for a foreign business corporation, a foreign professional corporation, or a foreign nonprofit corporation.
  3. A. Provide the correct corporate name as incorporated in the state or country of organization. Punctuation and abbreviations must be consistent with those in the name on the certificate from the incorporating officer of the state or country where incorporated.
  - B. To properly maintain corporate records, the Federal ID number is required.
- Privacy:** In compliance with N.D.C.C., Section 10-19.1-149.1, social security or Federal ID numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate corporate files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the application.
- C. Provide the trade name and the Trade Name Registration form with \$25 if the corporation cannot use its corporate name because:
    - a) The corporate name is not in the form as required of a corporation in North Dakota. The name must be in the English language or in any other language expressed in English letters or characters.
 

The name of a foreign business corporation must also include the word "corporation", "incorporated", "company", or "limited", or an abbreviation of one of these words. If a foreign corporation's name does not contain one of these words or abbreviations, the corporation must elect one to be used in North Dakota. The application must be rejected if an election is not made and the corporate name in 3.A. is not in compliance with this requirement. (For reference, see N.D.C.C., Sections 10-19.1-133, 10-31-03, or 10-33-126.)
    - b) The North Dakota Secretary of State has notified the corporation that its corporate name is the same as or deceptively similar to a name already registered and the corporation is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this corporation to use of the name in North Dakota.
 

North Dakota law provides that a corporate name may not be the same as, or deceptively similar to, a name previously registered with the Secretary of State. The name may be used if the corporation obtains a court decree or signed consent to use of name that is submitted with a fee of \$10. The applicant must draft the consent to use of name since a form for the consent is not prescribed by the Secretary of State. If consent to use of name cannot be obtained, a trade name (dba) must be elected.
    - c) The corporation does not wish to use or protect its corporate name in North Dakota and chooses to use a trade name instead.
- TRADE NAMES:** A corporation may choose to use any trade name (dba) in addition to its corporate name in North Dakota. The trade name must be registered with the Secretary of State. However, the trade name should not be provided in number 3.C, except as described above. Instead, complete and attach the Trade Name Registration and fee of \$25 for each assumed name. Contact the Secretary of State's office for the Trade Name Registration form.
4. A **complete address** of the corporation's principal executive office wherever located, is required.
 

**In this section, as well as all other sections requiring addresses on this application, an address must include a street or rural address, a postal box number if applicable, and the city, state, and zip code plus 4-digit extension. THIS ADDRESS MAY NOT ONLY BE A POST OFFICE BOX.**
  5. A. Identify the state or country in which the corporation is incorporated.
  - B. Provide the **EXACT** date (month, day **AND** year) when the corporation was incorporated. This date must correspond to the date if specified in the Certificate of Good Standing or Certificate of Existence.
  - C. Identify whether the corporation is incorporated with "perpetual" existence or provide the specific date on which it is to be dissolved.
  - D. The telephone number of the corporation's principal executive office is required.
  - E. Provide a toll-free telephone number if the corporation has one to expedite services to the corporation for the duration of the filing.
  6. A. A corporation **MUST** continuously maintain a registered agent and the address of the agent in North Dakota. Provide the name of the individual North Dakota resident, **or** domestic or foreign corporation appointed to serve as registered agent in North Dakota. A corporation appointed as registered agent must be registered and in good standing with the North Dakota Secretary of State. If a corporation is named as registered agent, provide the "correct" corporate name of the corporation. A corporation cannot serve as its own registered agent.
  - B. To properly identify registered agents, the Federal ID number or social security number of the registered agent is required. (See **Privacy** statement in number 3.)
  - C. Provide the **complete address in North Dakota** of the appointed registered agent. (See definition of complete mailing address in item 4.)  
**A POST OFFICE BOX NUMBER IS NOT SUFFICIENT ADDRESS FOR SERVICE OF PROCESS.**
  7. Give a brief explanation of the purposes or nature of business the corporation intends to transact in North Dakota.
 

If the corporation is involved in the business of insurance, clearly define that the corporation is a business corporation selling or servicing insurance products. A corporation that actually backs the claims may not be required to file this application.
  8. This section **must** reflect names and complete addresses of all officers and directors. (See definition of complete mailing address in item 4.)
  9. The application must be dated and signed by an individual authorized to sign on behalf of the corporation.
  10. Provide the name, email address and daytime telephone number of the person to contact for any issues related to this application.

(continued)

**INSTRUCTIONS FOR CERTIFICATE OF AUTHORITY FOREIGN CORPORATION APPLICATION (CONTINUED)**

**ASSISTANCE:** If assistance is required to complete the application for a Certificate of Authority, call 701-328-2904.

**EXPEDITING PROCESS:** Be sure to complete item 10. If documents are being submitted by someone other than the corporation, provide a cover letter with the name and telephone number of the responsible individual so that any deficiencies can be remedied by telephone.

**FAX FILING:** Documents and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the application in the office of the Secretary of State.

**Email:** Email is not a secure utility for the transmission of private information or credit card authorizations. **DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.**

Secretary of State  
State of North Dakota  
600 E Boulevard Ave Dept 108  
Bismarck ND 58505-0500

Telephone: 701-328-4284 Toll Free: 800-352-0867 (8-4284) Fax: 701-328-2992 Home Page: [www.nd.gov/sos](http://www.nd.gov/sos)

**ANNUAL REPORTS:** An annual report is required starting in the year following that in which the Certificate of Authority is issued. An annual report of a foreign business or professional corporation is due on May 15. The annual report of a foreign nonprofit corporation is due on February 1. The annual report form is mailed to the registered agent.



**CREDIT CARD PAYMENT AUTHORIZATION**  
SECRETARY OF STATE  
SFN 51478 (06-03)

(All items required to complete transaction)

Name:																																					
Address:		City:	State: Zip Code:																																		
<input type="checkbox"/> VISA <input type="checkbox"/> Master Card <input type="checkbox"/> Discover		Signature: (Required by credit card companies)																																			
Account Number:	V #	Card Expires: Month    Year	Date:																																		
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**REGISTERED AGENT  
CONSENT TO SERVE**  
SECRETARY OF STATE  
SFN 7974 (06-2006)

**FOR OFFICE USE ONLY**

ID#:	
WO#:	
Filed:	By:

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

**1. FILING FEE: \$10.00**

**TYPE OR PRINT LEGIBLY**

2. Name of the organization for which the registered agent is to serve (corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership or real estate investment trust):	
3. Name of the registered agent:	
4. Registered agent is (Check one) <input type="checkbox"/> An individual North Dakota resident <input type="checkbox"/> A corporation <input type="checkbox"/> A limited liability company <input type="checkbox"/> A limited liability partnership	5. Federal ID # or social security # of registered agent:
6. According to state law, the newly appointed registered agent must sign a statement of consent to serve in that capacity (see instruction number 6 for authorized signers).  "The undersigned, as the newly appointed registered agent for the organization named in number 2, consents to act as the registered agent for this organization until a change or resignation is submitted to the Secretary of State according to the provisions of North Dakota state law."  Signature of Registered Agent: _____ Date: _____	

## INSTRUCTIONS FOR REGISTERED AGENT CONSENT TO SERVE

The following organizations must continuously maintain a registered agent on file with the Secretary of State.

- a) Domestic and foreign business corporations
- b) Domestic and foreign nonprofit corporations
- c) Domestic and foreign professional corporations
- d) Domestic farm corporations
- e) Domestic farm limited liability companies
- f) Domestic and foreign limited liability companies
- g) Domestic and foreign professional limited liability companies
- h) Domestic and foreign limited liability partnerships
- i) Domestic and foreign limited partnerships
- j) Domestic and foreign limited liability limited partnerships
- k) Real estate investment trusts

A consent signed by the appointed registered agent is required with the appointment.

The following numbers correspond to the numbered sections on the front of this form.

1. **FILING FEE: \$10.00.** This fee is in addition to that required for the documents in which the registered agent appointment is included. (Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using VISA, Master Card, or Discover).
2. Provide the correct name of the organization for which the appointed registered agent is to serve. (Punctuation and abbreviations must be consistent with the correct organization name.)
3. Provide the name of the registered agent. The format of the name must be consistent with that on the documents on which the appointment of the registered agent is declared. If a corporation, limited liability company, or limited liability partnership is named as the registered agent, provide the organization's correct name. (Punctuation and abbreviations must be consistent with the correct organization name.)
4. Indicate the appropriate status of the registered agent. **An individual residing in North Dakota** may serve as registered agent for any organization, **or another organization** may serve as registered agent. However, an organization **may not serve itself as its own registered agent.** A corporation or limited liability company may serve as the registered agent for another corporation, a limited liability company, a limited liability partnership, a limited partnership, a limited liability limited partnership, or a real estate investment trust. A limited liability company may serve as the registered agent for another limited liability company, a corporation, a limited liability partnership, a limited partnership, a limited liability limited partnership, or a real estate investment trust. A limited liability partnership **may only** serve as the registered agent for another limited liability partnership.
5. As applicable, insert the social security number or the Federal ID number.  
  
**Privacy:** In compliance with North Dakota laws, the numbers are not disclosed to the public. The numbers are used by the Secretary of State to maintain accurate files. Therefore, while voluntary disclosure is requested, failure to do so will not result in the rejection of the Consent to Serve.
6. Whether an individual or an organization, the newly appointed registered agent named in number 2 must sign this consent. If the newly appointed agent is a corporation, limited liability company, or a limited liability partnership, the consent may be signed by an officer, a manager, a partner, or other individual authorized by the organization that is named as the newly appointed registered agent.

**ASSISTANCE:** If assistance is required to complete the form, contact the Secretary of State.

**FAX FILING:** A document and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the document in the office of the Secretary of State.

**Email:** Email is not a secure utility for the transmission of private information or credit card authorizations. **DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.**

**MAILING INSTRUCTIONS:** Send the form and filing fee to:

Secretary of State  
State of North Dakota  
600 E Boulevard Ave Dept 108  
Bismarck ND 58505-0500

Telephone: 701-328-4284

Toll Free: 800-352-0867 (84284)

Fax: 701-328-2992

Web Site: [www.nd.gov/sos](http://www.nd.gov/sos)